

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SMITH KLINE & FRENCH)	
LABORATORIES LIMITED and)	
SMITHKLINE BEECHAM)	
CORPORATION d/b/a)	
GLAXOSMITHKLINE,)	
)	
Plaintiffs,)	
)	Civil Action No. 05-197-GMS
v.)	
)	
TEVA PHARMACEUTICALS USA, INC.,)	
)	
Defendant.)	
)	

**GLAXOSMITHKLINE’S REPLY
TO TEVA PHARMACEUTICALS USA, INC.’S CORRECTED FIRST AMENDED
ANSWER, DEFENSES, AND COUNTERCLAIMS**

Plaintiffs Smith Kline & French Laboratories Limited and SmithKline Beecham Corporation, doing business as GlaxoSmithKline, (hereinafter collectively “GSK”), respond to the Corrected First Amended Answer, Defenses, and Counterclaims by Defendant Teva Pharmaceuticals USA, Inc. (hereinafter “Teva USA”) as follows:

COUNTERCLAIMS

Jurisdiction and Venue

1. Counterclaim Paragraph 66 does not contain allegations of fact requiring an answer from GSK. To the extent that an answer is deemed required, GSK admits that Teva USA’s Counterclaims purport to arise pursuant to 28 U.S.C. §§ 2201 and 2202. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 66.

2. Counterclaim Paragraph 67 does not contain allegations of fact requiring a response from GSK. To the extent that a response is deemed required, GSK admits that this

Court would have jurisdiction over proper claims of the kind alleged by Teva USA pursuant to Title 35 U.S.C. and 28 U.S.C. §§1331 and 1338(a). Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 67.

3. Counterclaim Paragraph 68 does not contain allegations of fact requiring a response from GSK. To the extent that a response is deemed required, GSK admits that venue would be proper in this Court pursuant to 28 U.S.C. § 1391 for proper claims of the kind alleged by Teva USA. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 68.

4. GSK admits that a justiciable controversy exists between the parties hereto with respect to validity and infringement of certain claims of U.S. Patent Nos. 4,452,808 and 4,824,860. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 69.

Acts Giving Rise to this Action

5. GSK admits the allegations set forth in Counterclaim Paragraph 70, but clarifies that NDA No. 20-658 was originally submitted by SmithKline Beecham, an unincorporated division of SmithKline Beecham Corporation, which now does business as GlaxoSmithKline.

6. GSK admits the allegations set forth in Counterclaim Paragraph 71, but clarifies that the '808 patent is assigned on its face to SmithKline Beckman Corporation, which subsequently changed its name to SmithKline Beecham Corporation and now does business as GlaxoSmithKline. GSK further clarifies that the '860 patent is assigned on its face to Smith Kline & French Laboratories Limited, which now does business as GlaxoSmithKline.

7. GSK admits the allegations set forth in Counterclaim Paragraph 72.

8. GSK admits that it received letters from Teva USA addressed to numerous entities doing business as GlaxoSmithKline. GSK further admits that such letters purport to be

dated February 21, 2005, and state that Teva USA submitted ANDA 77-460 to the FDA and that such ANDA contains a Paragraph IV Certification. GSK denies the remaining allegations set forth in Counterclaim Paragraph 73.

First Counterclaim

9. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66 through 73 as if they were stated in full herein.

10. GSK denies the allegations set forth in Counterclaim Paragraph 75.

Second Counterclaim

11. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66 through 75 as if they were stated in full herein.

12. GSK denies the allegations set forth in Counterclaim Paragraph 77.

Third Counterclaim

13. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66 through 77 as if they were stated in full herein.

14. GSK denies the allegations set forth in Counterclaim Paragraph 79.

15. GSK denies the allegations set forth in Counterclaim Paragraph 80.

16. GSK denies the allegations set forth in Counterclaim Paragraph 81.

17. GSK denies the allegations set forth in Counterclaim Paragraph 82.

18. GSK denies the allegations sets forth in Counterclaim paragraph 83.

19. GSK denies the allegations set forth in Counterclaim Paragraph 84.

Fourth Counterclaim

20. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66-84 as if they were stated in full herein.

21. GSK denies the allegations set forth in Counterclaim Paragraph 86.

Fifth Counterclaim

22. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66 through 86 as if they were stated in full herein.

23. GSK denies the allegations set forth in Counterclaim Paragraph 88.

Sixth Counterclaim

24. GSK repeats and reasserts all responses to Counterclaim Paragraphs 66-88 as if they were stated in full herein.

25. GSK denies the allegations set forth in Counterclaim Paragraph 90.

26. GSK denies the allegations set forth in Counterclaim Paragraph 91.


27. GSK denies the allegations set forth in Counterclaim Paragraph 92.

28. GSK denies the allegations set forth in Counterclaim Paragraph 93.

Prayer for Relief

GSK denies that Teva USA is entitled to any relief whatsoever, either as contained in Teva USA's Corrected First Amended Answer, Defenses and Counterclaims or otherwise.

Respectfully submitted,



Patricia Smink Rogowski (Del. No. 2632)
CONNOLLY BOVE LODGE & HUTZ LLP
The Nemours Building, 1007 North Orange Street
Wilmington, DE 19801
Phone: (302) 658-9141
Fax: (302) 658-5614

*Attorney for Plaintiffs
Smith Kline & French Laboratories Limited and
SmithKline Beecham Corporation, d/b/a
GlaxoSmithKline*

Of Counsel:

William F. Lee, Esq.
WILMER, CUTLER, PICKERING,
HALE AND DORR LLP
60 State Street
Boston, MA 02109
Phone: (617) 526-6000
Fax: (617) 526-5000

William G. McElwain, Esq.
Henry N. Wixon, Esq.
Amy K. Wigmore, Esq.
Mark Rienzi, Esq.
WILMER, CUTLER, PICKERING,
HALE AND DORR LLP
1875 Pennsylvania Avenue, NW
Washington, DC 20006
Phone: (202) 663-6000
Fax: (202) 663-6363

Dated: August 18, 2006

CERTIFICATE OF SERVICE

I, Patricia Smink Rogowski, hereby certify that on August 18, 2006
**GLAXOSMITHKLINE'S REPLY TO TEVA PHARMACEUTICALS USA, INC.'S
CORRECTED FIRST AMENDED ANSWER, DEFENSES, AND COUNTERCLAIMS**
with the Court Clerk using CM/ECF which will send notification of such filing(s) to Josy W.
Ingersoll.

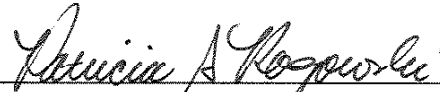
I hereby further certify that on August 18, 2006, I have also served this document on the
attorneys of record at the following addresses as indicated:

Via Hand Delivery

Josy W. Ingersoll, Esq.
Young Conaway Stargatt & Taylor LLP
1000 West Street, 17th Floor
Wilmington, DE 19801

Via Federal Express

Stephen D. Dove, Esq.
Steven A. Engel, Esq.
Karen M. Robinson, Esq.
Kirkland & Ellis LLP
655 Fifteenth Street, N.W.
Washington, DC 20005-5793



Patricia Smink Rogowski (#2632)
CONNOLLY BOVE LODGE & HUTZ LLP
The Nemours Building
1007 N. Orange Street
Wilmington, DE 19801
(302) 658-9141
prokowski@cblh.com